

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:)
) Chapter 11
)
DELPHI AUTOMOTIVE SYSTEMS LLC) Case No. 05-44640 (RDD)
)
)
)
Debtor.)
-----X

NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)

1. TO: **ST MICROELECTRONICS, INC. (F/K/A SGS THOMSON
MICROELECTRONICS, INC.) ("Transferor")**
1000 East Bell Road
Phoenix, AZ 85022
2. Please take notice of the transfer of a portion, in the amount of \$1,454,529.30, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, above, as evidenced by the Proof of Claim No. 10682 (attached in Exhibit A hereto) and as relating to the claim scheduled against the Debtor in its schedule of liabilities in the name of ST Microelectronics, Inc. (f/k/a SGS Thompson Microelectronics, Inc.) has been transferred to:

SPECIAL SITUATIONS INVESTING GROUP, INC. ("Transferee")
c/o Goldman, Sachs & Co.
85 Broad Street – 27th Floor
New York, NY 10004

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court

Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A

PROOF OF CLAIM

RETURN
COPY

FORM B10 (Official Form 10) (04/04)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor <u>Delphi Automotive Systems LLC</u>		Case Number <u>05-44640</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>STMicroelectronics, Inc. f/k/a SGS Thompson Microelectronics</u>		<div style="text-align: center;"> RECEIVED AUG 02 2006 KURTZMAN </div>
Name and address where notices should be sent: <u>Thompson & Knight, LLP c/o Rhett G. Campbell</u> <u>333 Clay Street, Suite 3300</u> <u>Houston, Texas 77002</u>		
Telephone number: <u>(713) 654-8111</u>		
Account or other number by which creditor identifies debtor: <u>70006470</u>		Check here <input type="checkbox"/> replaces if this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated: <u>3/29/06*</u>
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: <u>9/29/2005-10/8/2005</u>		3. If court judgment, date obtained:
4. Total Amount of Claim: \$ <u>1,569,568.55</u> (unsecured) (secured) (priority) <u>1,569,568.55</u> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
6. Unsecured Nonpriority Claims <u>1,569,568.55*</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <div style="text-align: center;"> RECEIVED JUL 26 2006 CLAIMS PROCESSING CENTER USBC, SDNY </div>
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <u>7/21/2006</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>W. P. Steele</u> <u>Wayne Steele</u> <u>MANAGER</u>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

*PLEASE SEE ATTACHMENT TO AMENDED PROOF OF CLAIM FOR DETAIL.

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

Exhibit C

TO: United States Bankruptcy Court ("Bankruptcy Court")
Southern District of New York
One Bowling Green
New York, NY 10004
Attn: Clerk

AND TO: DELPHI AUTOMOTIVE SYSTEMS LLC ("Debtor")
Case No. 05-44640

Claim #

STMICROELECTRONICS, INC. (F/K/A SGS THOMSON MICROELECTRONICS, INC.) its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

Special Situations Investing Group, Inc.
c/o Goldman, Sachs & Co.
30 Hudson, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, to the extent of \$1,454,529.30 ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated Aug 15, 2006.

STMICROELECTRONICS, INC. (F/K/A SGS THOMSON MICROELECTRONICS, INC.)

By: Wayne S. Stefan
Name: Wayne S. Stefan
Title: Corp Credit Manager

SPECIAL SITUATIONS INVESTING GROUP, INC.

By: Albert Dombrowski
Name: ALBERT DOMBROWSKI
Title: AUTHORIZED SIGNATORY

EXHIBIT C

Address for Notices:

Special Situations Investing Group, Inc.
c/o Goldman, Sachs & Co.
85 Broad Street – 27th Floor
New York, NY 10004
Attn: Albert Dombrowski

Wire Instructions:

Chase NY
ABA # 021000021
A/C Name: Special Situations Investing Group, Inc.
A/C # 066906601
Ref: Delphi from ST Microelectronics
Attn: Philip Green

Contact Information:

Michael Mansour
c/o Goldman, Sachs & Co.
85 Broad Street – 28th Floor
New York, NY 10004
Telephone: 212-357-3773
Fax: 212-357-0922

with a copy to:

Pedro Ramirez
30 Hudson, 17th Floor
Jersey City, NJ 07302
Telephone: (917) 343-8319
Fax: (212) 428-1243